

# Kirby Corporation

## Criteria for the Selection of Directors

### Criteria applicable to the Board of Directors and Committees:

1. The Board and its Committees must satisfy the independence requirements of applicable law and the New York Stock Exchange.
2. The Board should have diverse experience at management or policy-making levels in areas relevant to Kirby's business.
3. A sufficient number of directors must have the requisite expertise to enable the Audit Committee as a whole to satisfy the requirements of applicable securities laws, rules and regulations and New York Stock Exchange standards.

### Criteria to be considered in evaluating the qualifications of individual director candidates:

1. Reputation for character and integrity.
2. Business or professional experience.
3. Understanding of the marine transportation business, the upstream oil and gas business, other commodity businesses, the chemical and refining business, the distribution and services business and corporate strategy and finance, particularly for public companies.
4. Understanding of the responsibilities of directors of public companies.
5. Willingness to commit sufficient time to Kirby's business.
6. Directors can sit on no more than four public company boards (including the Kirby Corporation board), with consideration given to public company leadership roles and outside commitments on which a person serves.
7. Independence of any particular constituency and the ability to represent the interests of all stockholders of Kirby rather than a particular interest group.
8. The Board considers gender, race, ethnicity, country of origin, nationality or cultural background, and other personal characteristics in assessing nominees and how a prospective candidate would affect the diversity of the Board.

In addition to the foregoing, the Committee may, from time to time and if it deems it advisable, develop specific criteria outlining the skills, experience, expertise, backgrounds, and other characteristics that should be represented on the Board to enhance its effectiveness. Any such criteria should take into account the particular needs of the Company based on its business, size, ownership, growth objectives, community, customers and other characteristics and should be adjusted as these Company characteristics evolve.